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November 9, 1999

REC'D TN

REGULATORY AUTH.

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VIA HAND DELIVERY

WILLIAM W. FARRIS  
EXECUTIVE SECRETARY

Mr. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

RE: *Time Warner Telecom of the Mid-South, L.P.'s Response to the  
Petition of BellSouth Telecommunications, Inc. for Section  
252(b) Arbitration*  
TRA Docket No. 99-00797

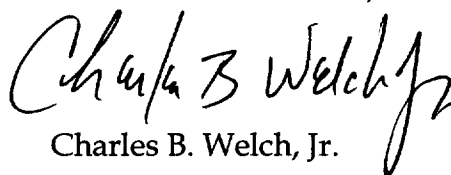
Dear Mr. Waddell:

Enclosed for filing, please find the original plus thirteen (13) copies of Time Warner Telecom of the Mid-South, L.P.'s Response to the Petition of BellSouth Telecommunications, Inc., for Section 252(b) Arbitration. Copies are being served on parties of record.

If you have any questions or concerns with regard to this filing, please do not hesitate to contact me.

Very truly yours,

FARRIS, MATHEWS,  
BRANAN & HELLEN, P.L.C.

  
Charles B. Welch, Jr.

CBWjr:cg  
cc: Carolyn M. Marek  
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BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE

REC'D TO  
REGULATORY AUTH.

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EXECUTIVE SECRETARY

IN RE:

Petition for Arbitration of the  
Interconnection Agreement between  
BELLSOUTH COMMUNICATIONS, INC.  
and TIME WARNER TELECOM OF  
THE MID-SOUTH, L.P., pursuant to  
Section 252(b) of the  
Telecommunications Act of 1996.

Docket No. 99-00797

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Time Warner Telecom of the Mid-South, L.P.'s Response to  
Petition of BellSouth Telecommunications, Inc.,  
for Section 252(b) Arbitration

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Pursuant to Section 252(b)(3) of the Communications Act of 1934, as amended by the Telecommunications Act of 1996, Time Warner Telecom of the Mid-South, L.P. ("Time Warner") responds to the Petition for Arbitration of BellSouth Telecommunications, Inc. ("BellSouth"), as follows:

1. The allegations of paragraph 1 are admitted.
2. Time Warner is a Tennessee limited partnership that maintains its principal place of business at Park Ridge One, 10475 Park Meadows Drive, Littleton, Colorado 80124. Except as specifically alleged, the allegations of paragraph 2 are admitted.
3. With respect to voluntarily negotiated interconnection agreements, the provisions of Section 251(b) of the 1996 Act are not controlling. Except as specifically alleged, the allegations of paragraph 3 are admitted.
4. The allegations of paragraph 4 are admitted.
5. The allegations of paragraph 5 are admitted.
6. The allegations of paragraph 6 are admitted.

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7. The allegations of paragraph 7 are admitted.

8. The allegations of paragraph 8 are admitted.

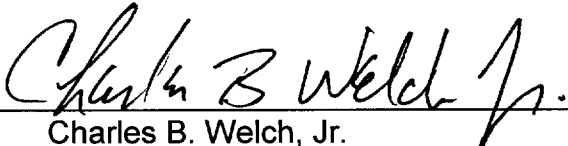
9. Pursuant to Section 252(b)(2) of the 1996 Act and consistent with orders of this Commission, set forth below is Time Warner's matrix summarizing the unresolved issue between BellSouth and Time Warner. Time Warner admits that Exhibit 3 to the Petition is a copy of the Interconnection Agreement negotiated between Time Warner and BellSouth, with the exception of Sections 1.1, 8.1, and 8.3 of Attachment 3 and the definition of "local traffic" in the General Terms and Conditions, all of which are issues in dispute (there are also a few minor changes in Section 2 of the General Terms and Conditions and appendix C of Attachment 10 to which the parties agreed after the filing of BellSouth's Petition). Time Warner agrees with BellSouth that the only issue in dispute is the definition of "Local Traffic," but disagrees with BellSouth's characterization of Time Warner's position. Time Warner's position is set forth in the following matrix:

<b>Issue</b>	<b>BST Position</b>	<b>Time Warner Position</b>	<b>Applicable Rule/Order</b>
What should be the appropriate definition of "local traffic" for purposes of the parties' reciprocal compensation obligations under Section 251(b)(5) of the 1996 Act?	"Local traffic" should be defined to apply only to traffic that originates and terminates within a local area. The definition should expressly exclude traffic to Internet Service Providers, which is interstate traffic.	For purposes of reciprocal compensation, calls to ISPs are to be treated as local traffic.	

**WHEREFORE**, Time Warner respectfully requests that the Commission classify calls to ISPs as "local traffic" for purposes of the parties' reciprocal compensation obligations under Section 251(b)(5) of the 1996 Act.

Respectfully submitted this 9th day of November, 1999.

**TIME WARNER TELECOM OF THE MID-SOUTH, L.P.**

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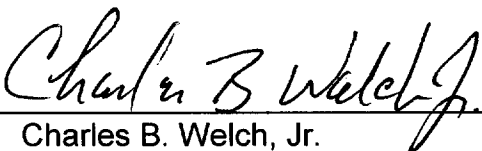
**CERTIFICATE OF SERVICE**

**I HEREBY CERTIFY** that a true and correct copy of the foregoing was served via hand delivery this the 9th day of November, 1999 to the following:

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Tennessee Regulatory Authority  
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Nashville, TN 37243-0500

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**TIME WARNER TELECOM OF THE MID-SOUTH, L.P.**

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